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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
:
DELPHI CORPORATION, et al. : Case No. 05-44481 (RDD)
:
Debtor. : (Jointly Administered)
:
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**NOTICE OF ASSUMPTION AND ASSIGNMENT
OF EXECUTORY CONTRACT OR UNEXPIRED LEASE**

PLEASE TAKE NOTICE THAT:

1. Pursuant to the Order Under 11 U.S.C. § 105(a) And Fed. R. Bankr. P. 2002 And 9014 Approving (i) Bidding Procedures, (ii) Certain Bid Protections, (iii) Form And Manner Of Sale Notices, And (iv) Sale Hearing Date (the "Bidding Procedures Order")

entered by the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") on June __, 2006, MobileAria, Inc. ("MobileAria") has accepted the bid of [____] (the "Purchaser") for the purchase of substantially all of MobileAria's assets (the "Assets"). The terms of the bid are set forth in the Sale and Purchase Agreement, dated as of June __, 2006 between MobileAria and the Purchaser (the "Agreement"). Capitalized terms used but not otherwise defined in this notice shall have the meaning ascribed to them in the Bidding Procedures Order.

2. Pursuant to the terms of the Agreement, MobileAria will seek to assume and assign the contracts listed on Exhibit 1 hereto (the "Assigned Contracts") at the hearing to be held at 10:00 a.m. (Prevailing Eastern Time) on July 19, 2006 (the "Sale Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004.

3. Objections, if any, to the assumption or assignment of an Assigned Contract must (a) be in writing, (b) state with specificity the reasons for such objection, (c) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Seventh Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered by this Court on May 19, 2006 (Docket No. 3824), (d) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (e) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States

Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York,
One Bowling Green, Room 610, New York, New York 10004, and (f) be served in hard-copy
form so as to be received two business days prior to the Sale Hearing (the "Objection
Deadline") upon (i) MobileAria, Inc., 800 West El Camino Real, Suite 240, Mountain View,
California 94040 (Att'n: Richard Lind), (ii) Delphi Corporation, 5725 Delphi Drive, Troy,
Michigan 48098 (Att'n: General Counsel), (iii) counsel to the Debtors, Skadden, Arps, Slate,
Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n:
John Wm. Butler, Jr.), (iv) counsel for the agent under the Debtors' prepetition credit facility,
Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017
(Att'n: Kenneth S. Ziman), (v) counsel for the agent under the postpetition credit facility,
Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald
Bernstein and Brian Resnick), (vi) counsel for the Official Committee of Unsecured
Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n:
Robert J. Rosenberg and Mark A. Broude), (vii) counsel for the Official Committee of Equity
Security Holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New
York, New York 10004 (Att'n: Bonnie Steingart), (viii) counsel for the Purchaser, Cooley
Godward LLP, 101 California Street, Fifth Floor, San Francisco, California 94114 (Att'n:
Gregg S. Kleiner), and (ix) the Office of the United States Trustee for the Southern District of
New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M.
Leonhard).

4. If an objection to the assumption or assignment of an Assigned
Contract is timely filed, a hearing with respect to the objection will be held before the
Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court
for the Southern District of New York, One Bowling Green, Room 610, New York, New
York 10004, at the Sale Hearing or such date and time as the Court may schedule.

5. Pursuant to 11 U.S.C. § 365, there is adequate assurance of future performance that the Cure Amount set forth in the Cure Notice shall be paid in accordance with the terms of the Sale Order. Further, there is adequate assurance of the Purchaser's future performance under the executory contract or unexpired lease to be assumed and assigned because of the significant resources of the Purchaser.

Dated: New York, New York
June __, 2006

SKADDEN, ARPS, SLATE, MEAGHER
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Exhibit 1